

## Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas  
(State)

Case number (if known): Chapter

☐ Check if this is an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name KW International, LLC

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 8 0 - 0 8 4 7 7 8 1

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business	
<u>10880 Alcott Drive, Suite B</u>			
Number	Street	Number	Street
<u>Houston TX 77043</u>		<u>P.O. Box</u>	
City	State	ZIP Code	
<u>Harris</u>	<u>TX</u>	<u>77043</u>	
County			
Location of principal assets, if different from principal place of business			
<u>200 Texas Avenue</u>			
Number	Street		
<u>Columbus</u>	<u>TX</u>	<u>78934</u>	
City	State	ZIP Code	

5. Debtor's website (URL) www.kwintl.com

Debtor	KW International, LLC	Case number (if known) <b>23-</b>
Name		

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**6. Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

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**7. Describe debtor's business**

**A. Check one:**

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

**B. Check all that apply:**

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**

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**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

**Check one:**

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor KW International, LLC  
NameCase number (if known) 23-**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☒ No☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?***Check all that apply:*☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** *(Check all that apply.)*☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number Street

City

State ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information**

Debtor KW International, LLC  
NameCase number (if known) 23-**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> 1-49             | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199          | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999          |  |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/05/2023  
MM / DD / YYYY

**X***Jeff Wagner*

Signature of authorized representative of debtor

Jeff Wagner

Printed name

Title President

Debtor KW International, LLC  
NameCase number (if known) 23-

## 18. Signature of attorney

x J. Robert Forshey  
Signature of attorney for debtorDate 06/05/2023  
MM / DD / YYYYJ. Robert Forshey

Printed name

Forshey & Prostok, LLP

Firm name

777 Main Street, Suite 1550

Number Street

Fort Worth

City

TX 76102

State ZIP Code

817-877-8855

Contact phone

bforshey@forsheyprostok.com

Email address

07264200

Bar number

TX

State

**RESOLUTIONS OF BOARD OF DIRECTORS OF  
KW INTERNATIONAL, LLC**

The Board of Directors (collectively, the "Board") of KW International, LLC, a Delaware limited liability company ("Company"), hereby adopts and evidences their consent to the actions and Resolutions set forth below:

A. A special meeting of the Board was duly and properly called for 3:00 p.m. on June 5, 2023, pursuant to the applicable provisions of the Third Amended and Restated Company Agreement dated as of December 11, 2014, as amended and modified ("Company Agreement").

B. The meeting was conducted on such date in accordance with the Company Agreement, and all members of the Board was present at the meeting.

C. In accordance with the terms of the Company Agreement, the Board has determined that it is in the best interests of the Company to file a voluntary petition for the reorganization of the Company pursuant Chapter 11 of the Bankruptcy Code.

D. The following Resolutions have been unanimously adopted by the Board to facilitate the filing of a Chapter 11 case by the Company.

**ACCORDINGLY**, it is hereby **RESOLVED** by the Board as follows:

1. The Company shall be, and it hereby is, authorized, directed, and empowered to file a voluntary petition for bankruptcy pursuant to the provisions of Chapter 11 of the Bankruptcy Code, and to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the matters set forth below.

2. Jeff Wagner, acting as the president of the Company (the "President"), shall be, and is hereby authorized, empowered and directed to execute, on behalf of the Company, the voluntary petition commencing a bankruptcy case (the "Bankruptcy Case") pursuant to Chapter 11 of the Bankruptcy Code on behalf of the Company.

3. The President of the Company and Greg Hatfield, acting as the Company's Chief Financial Officer, as well of any other officers of the Company hereafter designated by the Board (collectively, the "Officers"), shall be, and are hereby severally authorized, empowered, and directed each to execute, on behalf of the Company, any and all documents necessary or appropriate in connection with the Bankruptcy Case in such form or forms as may be appropriate.

4. The Company shall be, and is hereby authorized, directed, and empowered to retain the law firm of FORSHEY & PROSTOK, LLP to provide legal representation for the Company, as debtor and debtor in possession, in connection with the Bankruptcy Case.

5. The Company shall be, and is hereby authorized, directed, and empowered to retain HARRIS & DICKEY, LLC to act as the Company's financial advisor in connection with the Bankruptcy Case.

6. The Company shall be, and is hereby authorized, to retain SSG CAPITAL ADVISORS, LLC to act as investment bankers to market and sell the Company's assets.

7. The Officers shall be, and are hereby authorized, directed, and empowered to retain on behalf of the Company such other attorneys, consultants, financial advisors, accountants or other professionals as may be necessary for purposes of the Bankruptcy Case, and to execute any document necessary to retain any such additional attorneys, financial advisors, accountants, appraisers or other professionals.

8. The Company, and its Officers, agents, representatives, and attorneys, acting as they may deem appropriate in their good faith business judgment, are authorized, empowered and directed to proceed as follows:

(a) To file all schedules, statements of financial affairs, monthly operating reports, motions or other pleadings or papers necessary or appropriate to the Bankruptcy Case;

(b) To cause the Company to obtain debtor-in-possession financing or incur other indebtedness, whether secured or unsecured, as they may deem appropriate or advisable in the Bankruptcy Case;

(c) To cause the Company to use, transfer or otherwise dispose of any part or all of its assets as they may deem appropriate or advisable in the Bankruptcy Case;

(d) To propose, file and confirm a plan of reorganization containing such terms and other provisions as they may deem appropriate;

(e) To retain all such professionals, including attorneys, accountants, and appraisers as they may deem to be necessary or appropriate; and,

(f) To perform all such other and further acts and take all such other steps on behalf of the Company in connection with the Bankruptcy Case or under the Bankruptcy Code as may be necessary or advisable.

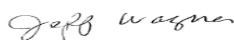
9. The transactions contemplated in these Resolutions and the execution and delivery of all other documents and all other actions taken in connection therewith are in the best interests of and will benefit the Company.

10. The Officers shall be authorized and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such costs and expenses as they shall deem appropriate in their judgment to fully carry out the intent and accomplish the purposes of these Resolutions.

These Resolutions are hereby adopted and effective this 5<sup>th</sup> day of June, 2023.

\* \* \* \* \*

The undersigned, Jeff Wagner, as the President of the Company, and Greg Hatfield, as the Chief Financial Officer of the Company, hereby certify that the above and foregoing resolutions were adopted by the Board at a meeting held on June 5, 2023.



\_\_\_\_\_  
Jeff Wagner, President



\_\_\_\_\_  
Greg Hatfield, Chief Financial Officer